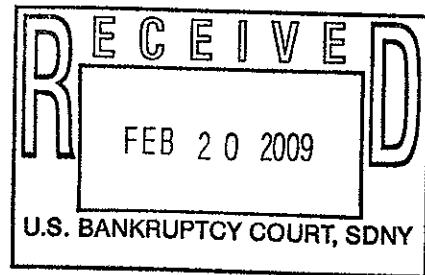


Daniel D. Doyle (DD 2500)  
Nicholas A. Franke (NF 6764)  
David M. Brown (DB 2065)  
SPENCER FANE BRITT & BROWNE, LLP  
1 North Brentwood Boulevard, Tenth Floor  
St. Louis, MO 63105  
(314) 863-7733 - telephone  
(314) 862-4656 - facsimile



J. Brian McTigue (JT 2422)  
Bryan T. Veis (*pro hac* pending)  
McTIGUE & PORTER LLP  
4530 Wisconsin Ave. N.W., Suite 300  
Washington, DC 20016  
(202) 364-6900 - telephone  
(202) 364-9960 - fax

COUNSEL FOR ROBERT T. NICHOLSON, VINCENT WILSON, MICHAEL BEARD, RUSSELL DETWILER, FLOYD JONES, JOHN M. MCGRATH, JAMES J. BRODI JR., EDWIN B. HUBBARD, PAULETTE J. KILDOW, RAYMOND KRAEMER, ROBERT TODD NICHOLSON, GARY PORTER, JOHN R. SMITH, CARL VISCONTI, ROBERT WELLENS, and JUDE KOWALEWSKI, as retirees not covered by the Debtors' collective bargaining agreements.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	CASE No. 05-44481 (RDD)
	)	Jointly Administered
DELPHI CORPORATION, et al.,	)	Chapter 11
	)	
Debtors.	)	

**RENEWED MOTION OF RETIREES FOR ORDER UNDER 11 U.S.C. §1114(D) FOR  
APPOINTMENT OF AN OFFICIAL COMMITTEE OF RETIRED EMPLOYEES  
RECEIVING RETIREE BENEFITS NOT COVERED BY A COLLECTIVE  
BARGAINING AGREEMENT**

Robert T. Nicholson, Vincent Wilson, Michael Beard, Russell Detwiler, Floyd Jones, John M. McGrath, James J. Brodi Jr., Edwin B. Hubbard, Paulette J. Kildow, Raymond Kraemer, Robert Todd Nicholson, Gary Porter, John R. Smith, Carl Visconti, Robert Wellens, and Jude Kowalewski

(“Movants”), non-hourly retirees of Delphi Corporation or one of its subsidiaries or affiliates that have filed for relief in these Chapter 11 proceedings (collectively, “Delphi” or the “Debtors”), through their attorneys, Spencer Fane Britt & Browne LLP and McTigue & Porter LLP, submit this Renewed Motion for Appointment of a Committee of Retired Employees Pursuant to 11 U.S.C. § 1114(d).

1. This Court has jurisdiction over this case and over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2)(A) and (O).

2. Movants Beard, Detwiler, Jones, and McGrath previously moved this Court for the appointment of an Official Committee of Retirees on November 4, 2005.<sup>1</sup>

3. Movants Beard, Detwiler, Jones, and McGrath withdrew their Motion on November 29, 2005 in reliance on the statement of the Debtors that “[i]f and when the Debtors seek Bankruptcy Court approval to eliminate or modify the retiree medical and life insurance benefits of their non-union retired employees, the Debtors will provide Movants notice of those proceedings.”<sup>2</sup>

4. The Debtors on February 4, 2009, moved this Court to approve the elimination of retiree benefits of salaried retirees and their dependents, triggering the necessity of an official committee of retired employees under 11 U.S.C. §1114(d).

5. Movants Beard, Detwiler, Jones, and McGrath, joined by new Movants James J. Brodi Jr., Edwin B. Hubbard, Paulette J. Kildow, Raymond Kraemer, Robert Todd Nicholson,

---

<sup>1</sup> See Motion for Appointment of Official Committee of Retirees Pursuant to 11 U.S.C. § 1114(d) Consisting of Persons Receiving Retiree Benefits Not Covered by a Collective Bargaining Agreement. Docket Entry 874.

<sup>2</sup> Notice of Withdrawal of Motion for Appointment of Official Committee of Retirees Pursuant to 11 U.S.C. § 1114(d) Consisting of Persons Receiving Retiree Benefits Not Covered by a Collective Bargaining Agreement. Docket Entry 1295 (incorporating by reference the statements set forth in Objectors’ Notice of Withdrawal of Motion to Vacate or Amend Order (I) Appointing Unions as Authorized Representatives for Union-Represented Retirees under 11 U.S.C. §§ 1114(c) or 1114(d) or, in the Alternative, (II) Establishing Procedures for Solicitation, Nomination, and Appointment of Committee of Retired Employees (The Retiree Committee Order). Docket Entry 1294.

Gary Porter, John R. Smith, Carl Visconti, and Robert Wellens, now renew the prior Motion and seek the appointment of a Committee of Retirees pursuant to the provisions of 11 U.S.C. § 1114d).

6. In support of their motion, Movants respectfully repeat and incorporate by reference the allegations set forth in their original Motion, Docket Entry 874. Objectors submit the attached Memorandum of Law in support of their Renewed Motion and their Objection to the Debtors' Motion, which is also incorporated by reference.

Notice

7. Notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Thirteenth Supplemental Order.

WHEREFORE, Objectors request that this Court order the appointment of an Official Committee of Retired Employees to negotiate proposed retiree benefit modifications with Debtors, so as to ensure the proposed modifications are necessary for an effective reorganization and are fair and equitable; and provide such other and further relief as is just and proper.

DATED: February 17, 2009.

SPENCER FANE BRITT & BROWNE LLP

By /s/ Daniel D. Doyle  
Daniel D. Doyle  
Nicholas Franke  
David M. Brown  
1 North Brentwood Boulevard, Tenth Floor  
St. Louis, MO 63105  
(314) 863-7733 – telephone  
(314) 862-4656 – facsimile

ddoyle@spencerfane.com  
nfranke@spencerfane.com  
dbrown@spencerfane.com

and

McTIGUE LAW FIRM

By /s/ J. Brian McTigue  
J. Brian McTigue (JT 2422)  
Bryan T. Veis (*pro hac pending*)  
McTigue & Porter LLP  
4530 Wisconsin Ave. N.W., Suite 300  
Washington, DC 20016  
[mctigue@mctiguelaw.com](mailto:mctigue@mctiguelaw.com)  
(202) 364-6900 - telephone  
(202) 364-9960 - fax

[bmctigue@mctiguelaw.com](mailto:bmctigue@mctiguelaw.com)  
[bveis@mctiguelaw.com](mailto:bveis@mctiguelaw.com)

ATTORNEYS FOR MOVANTS